

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 May 03, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sutardja, Sehat

2. Issuer Name and Ticker or Trading Symbol
 MARVELL TECHNOLOGY GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 5488 MARVELL LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

SANTA CLARA, CA 95054
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 15.43	04/29/2011	A	1,400,000 <u>(1) (2)</u>	<u>(1)</u>	04/29/2021	Common Shares	1,400,000
Employee Stock Option (Right to Buy)	\$ 15.43	04/29/2011	A	700,000 <u>(2)</u>	<u>(3)</u>	04/29/2021	Common Shares	700,000
Employee Stock Option (Right to Buy)	\$ 15.43	04/29/2011	A	360,000 <u>(1) (4)</u>	<u>(1)</u>	04/29/2021	Common Shares	360,000
Employee Stock Option (Right to Buy)	\$ 15.43	04/29/2011	A	180,000 <u>(4)</u>	<u>(3)</u>	04/29/2021	Common Shares	180,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutardja, Sehat 5488 MARVELL LANE SANTA CLARA, CA 95054	X	X	President and CEO	
Dai, Weili 5488 MARVELL LANE SANTA CLARA, CA 95054		X		

Signatures

/s/ Sehat
Sutardja
05/03/2011

**Signature of
Reporting Person

Date

/s/ Weili Dia
05/03/2011

Date

__Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The above listed stock option award is subject to market-based vesting and will only vest if the Trigger Event (defined below) has occurred prior to the 5th anniversary of the date of grant; if the trigger event does not occur by such date, the stock option will

- (1) immediately expire. If the closing price per common share of Marvell Technology Group Ltd. as reported by the NASDAQ Global Select Market equals or exceeds an average of \$24.70 for a period of 200 trading days prior to the 5th anniversary of the date of grant (the "Trigger Event"), then 100% of the shares subject to the option will vest on the date of the Trigger Event, subject to continued service through both the date of the Trigger Event and April 1, 2013.
- (2) Dr. Sehat Sutardja is the husband of Ms. Weili Dai. Dr. Sehat Sutardja holds this option in his own name. Ms. Weili Dai may be deemed to be an indirect beneficial owner of this option.
- (3) Options vest in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date.
- (4) Ms. Weili Dai is the wife of Dr. Sehat Sutardja. Ms. Weili Dai holds this option in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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